

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

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In the Matter of the Joint Application of )

**Uniti Fiber LLC**, Transferor, )

and )

**MIP IV MidWest Fiber, LLC**, Transferee, )

For Consent to Transfer Control of )

PEG Bandwidth IL, LLC, )

Holder of Domestic Authority )

Pursuant to Section 214 of the )

Communications Act of 1934, as Amended )

to MIP IV MidWest Fiber, LLC )

WC Docket No. 19-\_\_\_\_\_

**JOINT APPLICATION**

Uniti Fiber LLC (“Uniti Fiber” or “Transferor”) and MIP IV MidWest Fiber, LLC (“MIP IV MW” or “Transferee,” and with Transferor, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, Section 63.04 of the Commission’s Rules and 47 C.F.R. § 63.04, request Commission approval to transfer control of PEG Bandwidth IL, LLC (“PEG IL”) to Transferee.

In support of this Application, Applicants provide the following information:

**II. DESCRIPTION OF THE APPLICANTS**

**A. Transferor**

Transferor is an indirect subsidiary of Uniti Group Inc. (“Uniti Group”), a publicly traded real estate investment trust, engaged in the acquisition and construction of infrastructure utilized by the communications industry (NASDAQ: UNIT). Uniti Group is not a telecommunications carrier and does not itself provide telecommunications services; however, Uniti Group owns and

operates several companies that are licensed telecommunications providers in a wide range of states, including Uniti Fiber and PEG IL.

Uniti Fiber is an indirect subsidiary of Uniti Group and is a fiber network operator primarily providing wholesale telecommunications infrastructure solutions and services (*i.e.*, a “carrier’s carrier”), including cell site backhaul and small cell for wireless operators, and Ethernet, Wavelengths and dark fiber for other telecommunications carriers and enterprises.

PEG IL is a direct, wholly owned subsidiary of Uniti Fiber. PEG IL is a fiber network operator primarily providing wholesale telecommunications infrastructure and services (a “carrier’s carrier”) in Illinois, Indiana, Iowa and Missouri. PEG IL provides cell tower backhaul services, data transport services and dark fiber to national wireless carriers, cable operators, other telecommunications carriers, and other similar entities. It also provides retail telecommunications services to a small number of end user enterprise customers directly (collectively, the “PEG IL Business”).

## **B. Transferee**

MIP IV MW has been established as an acquisition vehicle for purposes of this transaction. MIP IV MW is indirectly controlled through a number of holding companies by Macquarie Group Limited (“MGL”), a publicly-traded company incorporated in Australia. MGL is a global provider of banking, financial, advisory, investment and funds management services. MIP IV MW operates within the Macquarie Infrastructure and Real Assets (“MIRA”) division of MGL that manages public and private accounts and investment vehicles that invest in the infrastructure, real estate, agriculture and energy sectors, and has led investments in communications infrastructure in the U.S. and globally.

### **III. DESCRIPTION OF THE TRANSACTION**

The parties will complete a multi-step transaction (the “Transaction”) resulting in the transfer of control of PEG IL from Uniti Fiber to MIP IV MW. The Transaction will occur pursuant to a Purchase and Sale Agreement by and between Uniti Fiber and MIP IV MW entered into as of January 10, 2019. All steps of the Transaction are anticipated to close concurrently.

In the first step of the Transaction, the existing fiber optic network (dark fiber but not any electronics to “light” the fiber optic network) and real property interests related to the PEG IL Business in the states of Illinois, Indiana, Iowa and Missouri to be transferred to a Uniti Group affiliate, Uniti Leasing MW LLC (“Landlord”). Landlord will concurrently lease back the fiber optic network and real property interests to PEG IL pursuant to an affiliate lease (the “PEG IL Fiber Asset Lease”). PEG IL will continue to “light” the fiber and provide telecommunications services to customers. MIP IV MW will enter into a master lease agreement (the “Master Lease”) with Landlord governing the fiber optic network and real property interests held by Landlord, including those that are the subject of the PEG IL Fiber Asset Lease. Immediately thereafter, MIP IV MW will acquire 100 percent of the limited liability company interests in PEG IL from Uniti Fiber. Upon the acquisition of PEG IL, the PEG IL Fiber Asset Lease will be incorporated into and made subordinate to the Master Lease. The Master Lease will be a long-term “triple net lease” whereby MIP IV MW will have operational control over the leased assets thereunder and will be responsible for substantially all of the costs of maintaining and operating such assets.

Following the Transaction steps described above, PEG IL will continue to provide services to customers, using the fiber network and related assets leased from Landlord. Further, MIP IV MW (i) will own 100% of the equity of PEG IL and will thereby have legal title and interest in the operations of PEG IL Business in the states of Illinois, Indiana, Iowa and Missouri,

(ii) will have operational control of the fiber optic network and real property interests of the PEG IL Business in the states of Illinois, Indiana, Iowa and Missouri pursuant to the Master Lease with Landlord, and (iii) will thereby control through the Master Lease or own the entirety of the PEG IL Business.

For the Commission's reference, a chart depicting the pre- and post-Transaction ownership of PEG IL is provided as Exhibit A.

Subject to a separate application being filed concurrently with the Commission, MIP IV MW and Uniti Group LP have entered into agreements on January 10, 2019, with MNA Holdings, LLC and Bluebird Media, LLC, among others, pursuant to which MIP IV MW will acquire control of Missouri Network Alliance, LLC d/b/a Bluebird Network, LLC ("MNA"), which provides transport and Internet services as a "carrier's carrier" to wholesale and enterprise customers in Missouri, Iowa, Oklahoma, Kansas and Nebraska. MNA also provides tandem switching and transport services for interexchange carriers in Missouri pursuant to interstate and intrastate tariffs. The Master Lease referenced above will also govern the fiber optic network and associated real property interests currently held by Bluebird, which will be transferred to Landlord as described in that Commission application. MIP IV MW's acquisition of PEG IL is contingent on the closing of the Bluebird transaction. MIP IV MW and Uniti Fiber request concurrent processing of these applications for purposes of evaluating MIP IV MW as the purchaser in both transactions.

#### **IV. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(a), 47 C.F.R. § 63.04(a), Applicants submit the following information in support of their request for domestic Section 214 authorization for the transfer of control of PEG IL to MIP IV MW:

**(a)(1)** The name, address and telephone number of each Applicant are as follows:

MIP IV MidWest Fiber LLC  
125 W. 55th Street, Level 15  
New York, NY 10019  
(212) 231-1000

Uniti Fiber LLC  
PEG Bandwidth IL, LLC  
107 St. Francis Street  
Suite 1800  
Mobile, AL 36602  
(251) 662-1170

**(a)(2)** The jurisdiction of organization of each Applicant is as follows:

MIP IV MidWest Fiber LLC is a limited liability company organized under the laws of Delaware.

Uniti Fiber LLC is a liability company organized under the laws of Delaware.

PEG Bandwidth IL, LLC is a limited liability company organized under the laws of Delaware.

**(a)(3)** The contact points for the Application are as follows:

For MIP IV MW:

James H. Barker  
Elizabeth R. Park  
LATHAM & WATKINS LLP  
555 Eleventh Street, NW  
Suite 1000  
Washington, D.C. 20004-1304  
1.202.637.2200 (tel)  
1.202.637.2201 (fax)  
james.barker@lw.com  
elizabeth.park@lw.com

For Uniti Fiber:

Ronald W. Del Sesto, Jr.  
Brett P. Ferenchak  
MORGAN LEWIS & BOCKIUS LLP  
1111 Pennsylvania Avenue, N.W.  
Washington, DC 20004  
1.202.739.3000 (tel)  
1.202.739.3001 (fax)  
ronald.delsesto@morganlewis.com  
brett.ferenchak@morganlewis.com

with a copy to:

Jeffrey R. Strenkowski  
Vice President, Deputy General Counsel of Governmental Affairs  
Uniti Fiber LLC  
10802 Executive Center Drive, Benton Building  
Suite 300  
Little Rock, AR 72211  
1.501.458.4397 (tel)  
jeffrey.strenkowski@uniti.com

**(a)(4)** The following entities hold, directly or indirectly, a ten percent (10%) or greater equity interest in Applicants:

Ownership of MIP IV MW:

The entities listed in Exhibit B hold a ten percent (10%) or greater direct or indirect interest in MIP IV MW.

Current Ownership of PEG IL:

The entities listed in Exhibit C currently hold a ten percent (10%) or greater direct or indirect interest in PEG IL.

Post-Transaction Ownership of PEG IL:

Upon completion of the Transaction, the following entities will hold a ten percent (10%) or greater direct interest in PEG IL:

Name: MIP IV MidWest Fiber, LLC  
Address: 125 W. 55th Street, Level 15  
New York, NY 10019  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest in Bluebird: 100% (directly)

*See* Exhibit B for direct and indirect ownership of MIP IV MidWest Fiber, LLC and post-transaction indirect ownership in PEG IL.

**(a)(5)** Each Applicant certifies that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853.

**(a)(6)** A description of the proposed Transaction is set forth in **Section III** above.

**(a)(7)** The geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications services are as follows:

(i) Uniti Fiber LLC provides wholesale telecommunications services, including cell site backhaul and small cell for wireless operators. It provides services, or is authorized to provide services, in Alabama, Arkansas, California (relinquishment of authority currently pending), Florida, Michigan, North Carolina, Ohio, South Carolina, Tennessee, Texas, and Wisconsin. Uniti Fiber LLC also has an application for authority to provide telecommunications services pending in Oklahoma. PEG IL provides wholesale telecommunications services, including cell tower backhaul services and data transport services, and also provides retail telecommunications services to a small number of end user customers, in Illinois, Indiana and Iowa, and Missouri. The following subsidiaries and affiliates of Uniti Fiber LLC and PEG IL provide or are authorized to provide telecommunications services:

- Talk America Services, LLC, a Delaware limited liability company that provides resold and facilities-based telecommunications services in Alabama, Arkansas, Arizona, Colorado, Delaware, Florida, Georgia, Iowa, Idaho, Illinois, Indiana, Kentucky, Maryland, Massachusetts (relinquishment of authority currently pending), Michigan, Minnesota, Missouri, North Carolina, North Dakota, Nebraska, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, South Da-

kota, Tennessee, Texas, Utah, Virginia, Washington, Wisconsin and Wyoming.

- Uniti Fiber wholly owns a number of subsidiaries (all of which are Delaware limited liability companies) through which it offers such services in several additional states as follows: PEG Bandwidth DC, LLC (authorized to provide telecommunications services in the District of Columbia), PEG Bandwidth DE, LLC (authorized to provide telecommunications services in Delaware), PEG Bandwidth IA, LLC (authorized to provide telecommunications services in Iowa), PEG Bandwidth IL, LLC (authorized to provide telecommunications services in Illinois, Indiana, Iowa, and Missouri), PEG Bandwidth LA, LLC (authorized to provide telecommunications services in Louisiana), PEG Bandwidth MA, LLC (authorized to provide telecommunications services in Massachusetts), PEG Bandwidth MD, LLC (authorized to provide telecommunications services in Maryland and West Virginia), PEG Bandwidth MS, LLC (authorized to provide telecommunications services in Mississippi), PEG Bandwidth NJ, LLC (authorized to provide telecommunications services in New Jersey), PEG Bandwidth NY, LLC (authorized to provide telecommunications services in New York), PEG Bandwidth PA, LLC (authorized to provide telecommunications services in Pennsylvania), PEG Bandwidth TX, LLC (authorized to provide telecommunications services in Texas) and PEG Bandwidth VA, LLC (authorized to provide telecommunications services in Virginia). Uniti Fiber also wholly owns Contact Network, LLC (dba InLine) (“Contact Network”), an Alabama limited liability company, that is authorized to provide retail telecommunications services in Alabama, Illinois, Louisiana and Mississippi.
- Uniti Leasing X LLC, a Delaware limited liability company, is authorized to provide intrastate telecommunications services in California but does not currently provide such services.
- Southern Light, LLC. Southern Light is authorized to provide telecommunications services in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Pennsylvania, and South Carolina.
- Hunt Telecommunications, LLC (authorized to provide telecommunications services in Louisiana and Colorado), which in turn wholly owns Nexus Systems, Inc. (authorized to provide telecommunications services in Louisiana).
- CSL Georgia Realty, LLC and CSL Georgia System, LLC (both Delaware limited liability companies) are each authorized telecommunications carriers in Georgia, and CSL Kentucky System, LLC (also a Delaware limited liability company) is authorized in Kentucky. None of the aforementioned companies currently provide telecommunications services in any state.



(ii) MIP IV MW currently does not hold any affiliate interests (as defined in the Act) in any domestic telecommunications providers. As noted above, MIP IV MW will ultimately acquire MNA from MNA Holdings, LLC and Bluebird Media, LLC in a separate but concurrent transaction. MNA provides service in Missouri, Iowa, Oklahoma, Kansas, and Nebraska. MNA holds a 10 percent interest in Illinois Network Alliance, LLC, which provides service in Illinois, Kentucky, and Tennessee.<sup>1</sup>

**(a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03. This Application meets the presumptive streamlined category in Section 63.03(b)(2) because, immediately following the Transaction, MIP IV MW (and its affiliates) will have a market share in the interstate, interexchange market of far less than 10 percent, and would provide competitive local exchange and exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction. None of the Applicants' affiliates that currently operate as competitive providers is dominant with respect to any service, thus presumptively qualifying for streamlined procedures.<sup>2</sup>

**(a)(9)** Other than its Section 214 authorization described in this Application, PEG IL holds wireless microwave licenses for which a separate application and Petition for Declaratory Ruling will be filed with respect to the Transaction. As discussed above, the parties are requesting concurrent processing of this Application with the domestic Section 214 application relating to the Bluebird transaction.

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<sup>1</sup> MIP IV MW also is affiliated (through an indirect interest held by Macquarie Holdings (U.S.A.), Inc.) with OpenFiber Kentucky, which is not yet operational but will provide middle mile connectivity to carriers in Kentucky.

<sup>2</sup> See 47 C.F.R. § 63.03(b)(2)(i).

**(a)(10)** No party is requesting special consideration because it is facing imminent business failure.

**(a)(11)** No waivers are sought in conjunction with this Transaction.

**(a)(12)** Applicants submit that the Transaction is in the public interest. Upon the consummation of the Transaction, PEG IL's day-to-day operations will be managed by Bluebird, which has extensive expertise in the region operating telecommunications networks and providing the telecommunications services provided by PEG IL. Bluebird's management will be supplemented by the management capabilities of MIRA. Specifically, MIRA seeks to grow PEG IL's business in the region and expand PEG IL's high-speed connectivity offerings, enabling PEG IL to better meet the needs of its customers and thus better compete in the telecommunications marketplace. As discussed above, this Application qualifies for streamlined treatment because it involves only competitive providers that are not dominant with respect to any telecommunications service. Therefore, the Transaction would not present any competitive concerns.

The Transaction represents a strong fit with MIRA's investment strategy to acquire, own, operate, and manage a portfolio of diversified infrastructure and operational assets. MIRA and its affiliates are experienced asset managers and operators of comparable infrastructure companies with a focus on utilities and energy, transportation, communications infrastructure, and waste management in the U.S. and globally. Through its predecessor funds, MIRA has held investments in various communications infrastructure and utilities companies and will be able to leverage its considerable track-record to effectively manage its investment in PEG IL.

At the same time, by selling the PEG IL operations to MIP IV MW, Uniti Fiber be able to reduce its operating expenses and further sharpen its focus on its other telecommunications and fiber networks in the Gulf Coast area of the southern United States, thereby enabling it to be

stronger competitor in that region.

The Transaction will have no adverse impact on the customers. PEG IL does not provide services under tariff to any customer, rather, all services are pursuant to customer service contracts. PEG IL and its affiliates are currently working to notify customers, and where necessary obtaining customer consents, pursuant to the terms and conditions of the relevant contracts. Immediately following the Transaction, PEG IL will continue to provide high-quality services upon the terms negotiated in the customer contracts to all affected customers.

## **VI. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application for the transfer of ownership and control of PEG IL to Transferee.

Respectfully submitted,

### **UNITI FIBER LLC**

/s/ Ronald W. Del Sesto, Jr.

Ronald W. Del Sesto, Jr.  
Brett P. Ferenchak  
MORGAN LEWIS & BOCKIUS LLP  
1111 Pennsylvania Avenue, N.W.  
Washington, DC 20004

*Counsel for Uniti Fiber LLC*

### **MIP IV MIDWEST FIBER, LLC**

/s/ James H. Barker

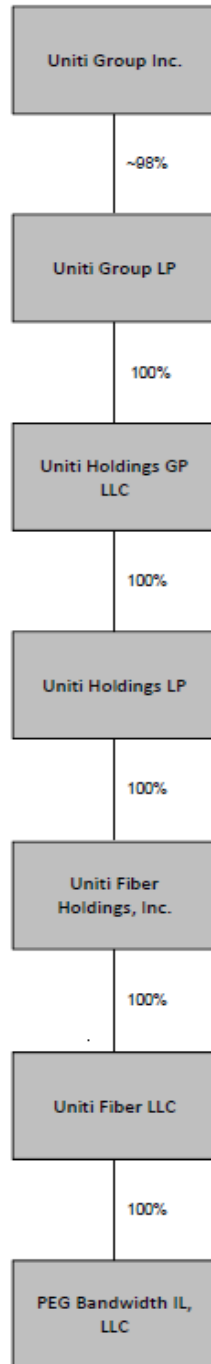
James H. Barker  
Elizabeth R. Park  
Alexander L. Stout  
LATHAM & WATKINS LLP  
555 Eleventh Street, NW  
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Washington, DC 20004

*Counsel for MIP IV MidWest Fiber, LLC*

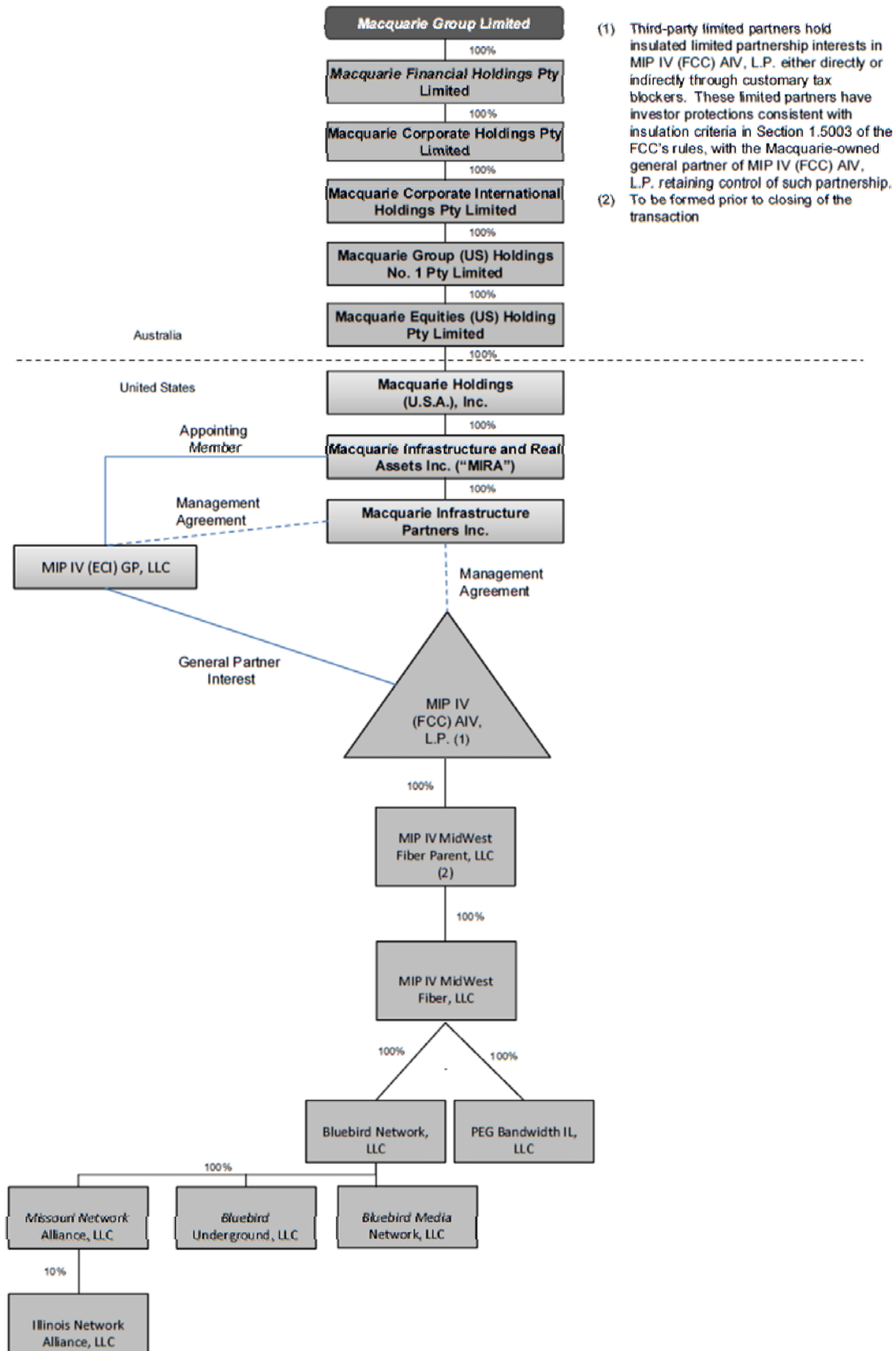
Dated: March 4, 2019

## **EXHIBIT A**

**Diagram of Pre-Transaction Corporate Organization Structure for PEG IL**(The diagram below only includes those entities in the current chain of ownership of PEG IL and does not include other affiliates)



## Diagram of Post-Transaction Corporate Organization Structure for PEG IL



## **EXHIBIT B**

### **Ownership of MIP IV MW**

The following entities or individuals hold 10% or greater interest in MIP IV MidWest Fiber, LLC:

Name: MIP IV MidWest Fiber Parent, LLC<sup>3</sup>  
Address: 125 W. 55th Street, Level 15  
New York, NY 10019  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest in MIP IV MW: 100% (directly in Transferee MIP IV MW)

Name: MIP IV (FCC) AIV, L.P.<sup>4</sup>  
Address: 125 W. 55th Street, Level 15  
New York, NY 10019  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest in MIP IV MW: 100% (indirectly through MIP IV MidWest Fiber Parent, LLC)

Name: MIP IV (ECI) G.P., LLC  
Address: 125 W. 55th Street, Level 15  
New York, NY 10019  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest in MIP IV MW: 100% (indirectly through MIP IV (ECI) AIV, L.P.)

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<sup>3</sup> To be formed prior to closing.

<sup>4</sup> To be formed prior to closing. The limited partnership interests in MIP IV (FCC) AIV, L.P. will be insulated in accordance with Section 1.5003 of the Commission's rules. Two Macquarie-controlled U.S. limited liability companies will be formed prior to closing of the Transaction, and each will hold a greater than 10% interest in MIP IV (FCC) AIV, L.P. These limited liability company interests will be insulated in accordance with Section 1.5003 of the Commission's rules. Macquarie-controlled entities will hold insulated interests held directly or indirectly in MIP IV (FCC) AIV, L.P. that are expected to be greater than 10% in the aggregate. No other individual or entity will hold a 10% or greater interest in MIP IV (FCC) AIV, L.P., either directly or indirectly.

Name: Macquarie Infrastructure Partners Inc.  
Address: 125 W. 55th Street, Level 15  
New York, NY 10019  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest in MIP IV MW: 100% (indirectly through management control of MIP IV (FCC) AIV, L.P.)

Name: Macquarie Infrastructure and Real Assets Inc. ("MIRA Inc.")  
Address: 125 W. 55th Street, Level 15  
New York, NY 10019  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest in MIP IV MW: 100% (indirectly through MIP IV (ECI) G.P., LLC and Macquarie Infrastructure Partners Inc.)

Name: Macquarie Holdings (U.S.A.), Inc.  
Address: 125 W. 55th Street, Level 15  
New York, NY 10019  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest in MIP IV MW: 100% (indirectly through MIRA Inc.)

Name: Macquarie Equities (US) Holding Pty Limited  
Address: 50 Martin Place  
Sydney, NSW 2000, Australia  
Citizenship: Australia  
Principal Business: Holding Company  
Interest in MIP IV MW: 100% (indirectly through Macquarie Holdings (U.S.A.), Inc.)

Name: Macquarie Group (US) Holdings No. 1 Pty Limited  
Address: 50 Martin Place  
Sydney, NSW 2000, Australia  
Citizenship: Australia  
Principal Business: Holding Company  
Interest in MIP IV MW: 100% (indirectly through Macquarie Equities (US) Holding Pty Limited)

Name: Macquarie Corporate International Holdings Pty Limited  
Address: 50 Martin Place  
Sydney, NSW 2000, Australia  
Citizenship: Australia  
Principal Business: Holding Company  
Interest in MIP IV MW: 100% (indirectly through Macquarie Group (US) Holdings No. 1 Pty Limited)

Name: Macquarie Corporate Holdings Pty Limited  
Address: 50 Martin Place  
Sydney, NSW 2000, Australia  
Citizenship: Australia  
Principal Business: Holding Company  
Interest in MIP IV MW: 100% (indirectly through Macquarie Corporate International Holdings Pty Limited)

Name: Macquarie Financial Holdings Pty Limited  
Address: 50 Martin Place  
Sydney, NSW 2000, Australia  
Citizenship: Australia  
Principal Business: Holding Company  
Interest in MIP IV MW: 100% (indirectly through Macquarie Corporate Holdings Pty Limited)

Name: Macquarie Group Limited  
Address: 50 Martin Place  
Sydney, NSW 2000, Australia  
Citizenship: Australia  
Principal Business: Investments  
Interest in MIP IV MW: 100% (indirectly through Macquarie Financial Holdings Pty Limited)

No other individuals or entities hold 10% or greater direct or indirect interest in MIP IV MW.



## **EXHIBIT C**

### **Current Ownership of PEG IL**

Currently, the following entities or individuals hold 10% or greater interest in PEG IL:

Name	<b>Uniti Fiber LLC</b>
Address	10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	U.S. (Delaware)
Principal Business	Holding Company
Interest in PEG IL	100 % (direct) as sole member of PEG IL

Name	<b>Uniti Fiber Holdings Inc.</b>
Address	10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	U.S. (Delaware)
Principal Business	Holding Company
Interest in PEG IL	100 % (indirect) as sole member of Uniti Fiber LLC

Name	<b>Uniti Holdings LP</b>
Address	10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	U.S. (Delaware)
Principal Business	Holding Company
Interest in PEG IL	100 % (indirect) as the sole limited partner in Uniti Fiber Holdings Inc.

Name	<b>Uniti Holdings GP LLC</b>
Address	10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	U.S. (Delaware)
Principal Business	Holding Company
Interest in PEG IL	100 % (indirect) as non-economic General Partner in Uniti Holdings LP

Name	<b>Uniti Group LP</b>
Address	10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	U.S. (Delaware)
Principal Business	Holding Company
Interest in PEG IL	100 % (indirect) as the sole member of Uniti Holdings GP LLC and as the sole limited partner in Uniti Holdings LP

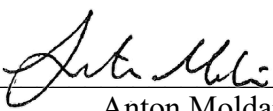
Name	<b>Uniti Group Inc.</b>
Address	10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, AR 72211
Citizenship	U.S. (Maryland)
Principal Business	Real Estate Investment Trust
Interest in PEG IL	Approx. 98% (indirect) as General Partner of (and approx. 98% equity interest in) Uniti Group LP

Uniti Group Inc. is a publicly traded company (NASDAQ: UNIT) that, to Transferor's knowledge, has no individual shareholder with a 10% or greater direct ownership in Uniti Group Inc. To Transferor's knowledge, no other individuals or entities hold 10% or greater direct or indirect interest in Uniti Fiber LLC through Uniti Group Inc.

## VERIFICATION

I, Anton Moldan, state that I am the Authorized Signatory of MIP IV MidWest Fiber, LLC ("MIP IV MW"); that I am authorized to make this Verification on behalf of MIP IV MW; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding MIP IV MW, are true and correct to the best of my knowledge, information, and belief.


I declare under penalty of perjury that the foregoing is true and correct. Executed this 4th day of March 2019.

  
\_\_\_\_\_  
Name: Anton Moldan  
Title: Authorized Signatory  
MIP IV Midwest Fiber, LLC

## VERIFICATION

I, Jeffrey R. Strenkowski, state that I am the Vice President, Deputy General Counsel of Governmental Affairs of Uniti Fiber LLC and PEG Bandwidth IL, LLC (together, the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company and its affiliates, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7<sup>th</sup> day of March 2019.

  
\_\_\_\_\_  
Name: Jeffrey R. Strenkowski  
Title: Vice President, Deputy General Counsel  
Uniti Fiber LLC  
PEG Bandwidth IL, LLC